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BY OVERNIGHT MAIL

May 13, 2005

Gary E. Walsh
Executive Director
South Carolina Public Service Commission
Saluda Building
101 Executive Center Drive
Columbia, SC 29210

**Re: Docket No. 2005-54-C; Joint Application for Approval of a Transfer of
Assets and Customer Base**

Dear Mr. Walsh:

Pursuant to the Commission's April 15, 2005 letter, the Notice of Filing has been published in the above-referenced docket on behalf of TelCove, Inc., KMC Telecom Holdings, Inc., KMC Telecom LLC, KMC Telecom II LLC, and KMC Telecom III LLC. Attached are an original and ten (10) copies of the affidavits of publication.

Please date-stamp the enclosed extra copy of this filing and return it in the attached self-addressed, postage prepaid envelope provided. Should you have any questions concerning this filing, please do not hesitate to contact the undersigned at (202) 424-7500.

Respectfully submitted,



Tamar E. Finn
Brian M. McDermott
Danielle C. Burt

cc: Brad E. Mutschelknaus (Kelley Drye)
Melissa S. Conway (Kelley Drye)
James E. Means (Telcove)
Marva Brown Johnson (KMC)

SWIDLER BERLIN SHEREFF FRIEDMAN, LLP
THE WASHINGTON HARBOR 3000 K STREET, STE 300
Washington DC 20007

Number of Copies: 1

AFFIDAVIT OF PUBLICATION

The Post and Courier

State of South Carolina

County of Charleston

Personally appeared before me the undersigned advertising
Clerk of the above indicated newspaper published in the
City of Charleston, County and State aforesaid, who, being
duly sworn, says that the advertisement of

(Copy attached)

appeared in the issues of said newspaper on the following
day(s):

04/22/2005

at a cost of \$ 230.70

Account# C0763314

Order# C220U4FZ

P.O. Number: 20312.0001

Subscribed and sworn to before

me this 25th day

of April

A.D. 2005

Advertising Clerk

NOTARY PUBLIC, SC
My Commission expires 10/10/13

DOCKETING DEPARTMENT NOTICE OF FILING DOCKET NO. 2005-54-C

TelCove, Inc. ("Buyer"),
TelCove of South Carolina,
Inc. ("TelCove South Carolina"),
KMC Telecom Holdings, Inc. ("KMC Telecom Holdings"),
KMC Telecom, LLC ("KMC"),
KMC Telecom II, LLC ("KMC II"),
KMC Telecom III, LLC ("KMC III"),
(collectively, with KMC and
KMC II, the "KMC Operating
Companies" and, together
with Buyer and TelCove
South Carolina, the "Applicants"),
pursuant to South
Carolina Code §58-9-310, has
filed an Application with the
Public Service Commission of
South Carolina ("Commission")
for approval for the
Applicants to complete a
transaction whereby the
Buyer will acquire certain assets,
including certain customer
accounts, from the
KMC Operating Companies.
According to the Application,
TelCove South Carolina is already
authorized to provide
telecommunications services
in South Carolina, thus, there
is no need for TelCove South
Carolina to obtain certification
from the Commission. In sum,
the Application asserts that
this transaction is a transfer
of assets/customers from one
authorized carrier to another.
According to the Application,
the transaction will not change
the rates, terms or conditions
of the services being received
by customers, thus the proposed
transaction will be entirely
transparent to customers
of KMC III in terms of the
services that those customers
receive; the only difference
will be the name of the customers'
service provider.
A copy of the application is on
file in the offices of the Public
Service Commission of South
Carolina, 101 Executive Center
Drive, Columbia, South
Carolina 29210, and is available
Danielle G. Burd, Esquire,
Swidler, Berlin, LLP,
Inc., 3000 K St., N.W., Ste. 300,
Washington, DC 20007-5116.

A public hearing, if scheduled,
will be held in Columbia,
South Carolina in the offices of
the Commission at the above
address for the purpose of receiving
testimony and other
evidence from all interested
parties regarding this Application.
The time and date of this
hearing will be furnished to all
interested parties at a later date.

Any person who wishes to
participate in this matter, as a
party of record with the right
of cross-examination should
file a Petition to Intervene in
accordance with the Commission's
Rules of Practice and Procedure
on or before May 16, 2005 and
indicate the amount of time
required for his presentation.
Please refer to Docket No. 2005-54-C.

Any persons who wishes to
testify and present evidence
at the hearing, if scheduled,
should notify the Docketing
Department in writing at the
address below and Danielle C.
Burd, Esquire, at the above
address, on or before May 16,
2005 and indicate the amount
of time requested for

address, on or before May 18, 2005, and indicate the amount of time required for his presentation. Please refer to Docket No. 2005-51-C.

Any person who wishes to be notified of the hearing, but does not wish to present testimony or by a party of record, may do so by notifying the Docketing Department in writing at the address below on or before May 18, 2005. Please refer to Docket No. 2005-51-C.

PLEASE TAKE NOTICE: Any person who wishes to have his or her comments considered as part of the official record of this proceeding MUST present such comments, in person to the Commission during the hearing.

Persons seeking information about the Commission's Procedures should contact the Commission at (803) 896-9100.

Public Service Commission
of South Carolina
Attn: Docketing Department
Post Office Box 13649
Columbia, SC 29211

APR-15-05

PUBLIC SERVICE
COMMISSION OF
SOUTH CAROLINA
DOCKETING
DEPARTMENT

NOTICE OF
FILING

DOCKET NO. 2005-54-C
TelCove, Inc. ("Buyer"),
TelCove of South Carolina,
Inc. ("TelCove South
Carolina"), KMC Telecom
Holdings, Inc. ("KMC
Holdings"), KMC Tele-
com, LLC ("KMC"), KMC
Telecom II, LLC ("KMC
II"), KMC Telecom III, LLC
("KMC III"), collectively,
with KMC and KMC II,
the "KMC Operating
Companies" and, together
with Buyer and Tel-
Cove South Carolina, the
"Applicants", pursuant to
South Carolina Code

§56-9-310, has filed an
Application with the Pub-
lic Service Commission
of South Carolina ("Com-
mission") for approval for
the Applicants to com-
plete a transaction
whereby the Buyer will
acquire certain assets,
including certain cus-
tomer accounts, from the
KMC Operating Compa-
nies. According to the
Application, TelCove
South Carolina is already
authorized to provide
telecommunications ser-
vices in South Carolina,
thus, there is no need for
TelCove South Carolina
to obtain certification
from the Commission. In
sum, the Application
asserts that this transac-
tion is a transfer of
assets/customers from
one authorized carrier to
another. According to
the Application, the
transaction will not
change the rates/terms
for consideration of ser-
vices being provided by
customers, thus the pro-
posed transaction will be
entirely transparent to
customers of KMC III, III
and KMC II, and that
there will be no impact
on the rates/terms of ser-
vices being provided by
the other carriers. The
Applicants request that
the Commission approve
the Application and issue
an order to that effect.
A copy of the Application
is on file in the offices of
the Public Service Com-
mission of South Carolina,
101 Executive Center
Drive, Columbia, South
Carolina 29202, and is
available for public view
at the Public Service
Commission, 3000 K
St., N.W., Ste. 300,
Washington, DC 20007-
5157.

A public hearing will
be held in Columbia, South
Carolina, at the offices of
the Commission, at the
address above, for the
purpose of receiving
testimony and other
evidence from all
interested parties
regarding this applica-
tion. The time and date
of the hearing will be
published in the
South Carolina State
Register. Any person
desires to participate
in this matter, as a
party of record, with
the right of cross-
examination should file
a Petition to Intervene
in accordance with the
Commission's Rules of
Practice and Procedure
on or before May 15,
2005, and indicate the
amount of time required
for his presentation.
Please refer to Docket
No. 2005-54-C.
Any person who wishes
to testify and present evi-
dence at the hearing, if

THE STATE-RECORD CO., INC.
Columbia, South Carolina
publisher of
The State

STATE OF SOUTH CAROLINA
COUNTY OF RICHLAND

ersonally appeared before me, Peggy Lawrence, Advertising Sales Support
lanager of THE STATE, and makes oath that the advertisement,

otice of Filing – Docket 2005-54-C – TelCove Inc.

was inserted in THE STATE, a daily newspaper of general circulation published in
he City of Columbia, State and County aforesaid, in the issues of

April 20, 2005

Peggy Lawrence

ubscribed and sworn to before me

n this day April 22, 2005

Evelyn F. Halperman

Notary Public

commission expires
arch 10, 2013

"Errors- the liability of the publisher on account of errors in
or omissions from any advertisement will in no way exceed
the amount of the charge for the space occupied by the item in
error, and then only for the first incorrect insertion."

to testify and present evidence at the hearing. If scheduled, should notify the Docketing Department at the address below and Daniel J. Galt, Esquire, at the same time, on or before May 16, 2005 and indicate the amount of time required for his presentation. Please refer to Docket No. 2005-5330.

Any party who wishes to be notified of the hearing should notify the Docketing Department at the address below or the party to whom the notice is being sent.

ALL PARTIES MUST

FILE A NOTICE OF APPEARANCE AND A VERIFICATION OF SERVICE WITH THE CLERK OF THE COURT, 1000 EAST 10TH AVENUE, SUITE 200, DENVER, COLORADO 80202, BY MAY 16, 2005. THE CLERK OF THE COURT WILL NOT ACCEPT A VERIFICATION OF SERVICE FILED BY A PARTY WHO HAS NOT FILED A NOTICE OF APPEARANCE.

APR 15 2005

The Greenville News

AFFIDAVIT OF PUBLICATION

I, Susan F. Mullinax, being the legal advertising agent for *The Greenville News*, do hereby testify that the attached legal advertisement was published on 127 lines in *The Greenville News* on 4-19, 2005.

Susan Mullinax

Susan F. Mullinax
Legal Advertising Representative

Jeanne M. Gullic

Jeanne M. Gullic
Notary Public for State of South Carolina
My Commission Expires April 4, 2013



NOTICE: Any person who wishes to have his or her name on the ballot for any office in the next primary election must file a declaration of candidacy with the appropriate election authority by the deadline date. The deadline date for the next primary election is May 1, 2006. For more information, please contact the appropriate election authority. TAKE NOTICE: Any person who wishes to have his or her name on the ballot for any office in the next primary election must file a declaration of candidacy with the appropriate election authority by the deadline date. The deadline date for the next primary election is May 1, 2006. For more information, please contact the appropriate election authority.